

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

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ASPEN SPECIALTY INSURANCE COMPANY,	:	CIVIL ACTION
:		
<i>Plaintiff,</i>	:	No. 2:16-cv-01133
:		
v.	:	
:		
HOSPITALITY SUPPORTIVE SYSTEMS, LLC,	:	
EDWARD E. SNOW, individually,	:	
THE CARMAN CORPORATION, SELECTIVE	:	
RISK MANAGEMENT, LLC, SELECTIVE LAW	:	
GROUP, LLC, TRIGEN INSURANCE	:	
SOLUTIONS, INC., TRIGEN HOSPITALITY	:	
GROUP, INC., PATRIOT UNDERWRITERS,	:	
INC., PATRIOT NATIONAL, INC., and ABC	:	
CORPORATIONS 1-25,	:	
:		
<i>Defendants,</i>	:	
:		
v.	:	
:		
CHICKIE'S AND PETE'S, INC., 4010, INC.,	:	
4010, LLC, PACKER CAFÉ, INC.	:	
(t/a CHICKIE'S & PETE'S), POQUESSING	:	
MANAGEMENT, LLC, POQUESSING	:	
PROFESSIONAL BUILDING, LLC,	:	
CPC INTERNATIONAL, LLC	:	
(t/a PHILADELPHIA'S FAMOUS C&P),	:	
WRIGHT FOOD SERVICES, LLC, CPC BUCKS	:	
COUNTY, LLC, AUDUBON CPC LLC,	:	
WARRINGTON CPC LLC, DREXEL HILL	:	
CPC LLC, VENUE FOOD SERVICES LLC,	:	
CRABCO ENTERPRISES PA LP,	:	
CRABCO PA GP LLC, 130 CRABCO	:	
REALTY NJ, LLC, 130 CRABCO NJ, LLC	:	
(t/a CHICKIE'S & PETE'S),	:	
EHT CRABCO NJ, LLC	:	
(t/a CHICKIE'S & PETE'S), WW-CPC, LLC,	:	
OC-CPC, LLC, AC-CPC, LLC, CRABCO	:	
ENTERPRISES LLC, CPC PROPERTIES, INC.,	:	
:		
<i>Intervenor.</i>	:	
:		

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HOSPITALITY SUPPORTIVE SYSTEMS, LLC,	:
	:
<i>Plaintiff,</i>	:
	:
v.	:
	:
ASPEN SPECIALTY INSURANCE COMPANY,	:
	:
<i>Defendant,</i>	:
	:
v.	:
	:
CHICKIE'S AND PETE'S, INC., 4010, INC.,	:
4010, LLC, PACKER CAFÉ, INC.	:
(t/a CHICKIE'S & PETE'S), POQUESSING	:
MANAGEMENT, LLC, POQUESSING	:
PROFESSIONAL BUILDING, LLC,	:
CPC INTERNATIONAL, LLC	:
(t/a PHILADELPHIA'S FAMOUS C&P),	:
WRIGHT FOOD SERVICES, LLC, CPC BUCKS	:
COUNTY, LLC, AUDUBON CPC LLC,	:
WARRINGTON CPC LLC, DREXEL HILL	:
CPC LLC, VENUE FOOD SERVICES LLC,	:
CRABCO ENTERPRISES PA LP,	:
CRABCO PA GP LLC, 130 CRABCO	:
REALTY NJ, LLC, 130 CRABCO NJ, LLC	:
(t/a CHICKIE'S & PETE'S),	:
EHT CRABCO NJ, LLC	:
(t/a CHICKIE'S & PETE'S), WW-CPC, LLC,	:
OC-CPC, LLC, AC-CPC, LLC, CRABCO	:
ENTERPRISES LLC, CPC PROPERTIES, INC.,	:
	:
<i>Intervenor.</i>	:
	:

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**CHICKIE'S AND PETE'S, INC.'S ANSWER AND COUNTERCLAIMS TO ASPEN  
INSURANCE COMPANY'S AMENDED COMPLAINT**

Intervening Defendants Chickie's and Pete's, Inc., 4010, Inc., Packer Café, Inc. t/a Chickie's & Pete's, 4010, LLC, Poquessing Management, LLC, Poquessing Professional Building, LLC, CPC International, LLC t/a Philadelphia's Famous C&P, Wright Food Services, LLC, CPC Bucks, LLC, Audubon CPC, LLC, Warrington CPC, LLC, Drexel Hill CPC, LLC,

Venue Food Services, LLC, Crabco PA GP LLC, 130 Crabco Realty NJ, LLC, 130 Crabco NJ, LLC t/a Chickie's and Pete's, EHT Crabco NJ, LLC t/a Chickie's and Pete's, WW-CPC, LLC, OC-CPC, LLC, AC-CPC, LLC, Crabco Enterprises LLC, CPC Properties, Inc., and Crabco Enterprises PA LP (collectively referred to as "C&P"), by and through their undersigned counsel, answer the Amended Complaint filed by Plaintiff Aspen Specialty Insurance Company ("Aspen") and counterclaims against Aspen, as follows:

**PARTIES**

1. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 1 and strict proof thereof is demanded at time of trial.
2. Admitted.
3. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 3 and strict proof thereof is demanded at time of trial.
4. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 4 and strict proof thereof is demanded at time of trial.
5. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 5 and strict proof thereof is demanded at time of trial.
6. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 6 and strict proof thereof is demanded at time of trial.

7. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 7 and strict proof thereof is demanded at time of trial.

8. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 8 and strict proof thereof is demanded at time of trial.

9. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 9 and strict proof thereof is demanded at time of trial.

10. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 10 and strict proof thereof is demanded at time of trial.

11. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 11 and strict proof thereof is demanded at time of trial.

#### **JURISDICTION AND VENUE**

12. Admitted in part, denied in part. It is denied this Court has subject matter jurisdiction because of the failure to join indispensable parties.

13. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 13 and strict proof thereof is demanded at time of trial.

14. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 14 and strict proof thereof is demanded at time of trial.

15. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 15 and strict proof thereof is demanded at time of trial.

16. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 16 and strict proof thereof is demanded at time of trial.

17. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 17 and strict proof thereof is demanded at time of trial.

18. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 18 and strict proof thereof is demanded at time of trial.

19. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 19 and strict proof thereof is demanded at time of trial.

20. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 20 and strict proof thereof is demanded at time of trial.

21. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 21 and strict proof thereof is demanded at time of trial.

22. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 22 and strict proof thereof is demanded at time of trial.

23. Admitted in part, denied in part. It is admitted only that Aspen issued certain insurance policies to HSS. The remaining allegations are denied, as they summarize the Amended Complaint, which is a writing that speaks for itself and any characterization thereof is denied.

24. Admitted, upon information and belief.

25. Admitted, upon information and belief.

26. Admitted, upon information and belief.

27. Admitted, upon information and belief.

28. Admitted, upon information and belief.

29. Admitted, upon information and belief.

30. Admitted, upon information and belief.

31. Denied as stated. The Management Services Agreements and insurance policies are writings that speak for themselves and any characterization thereof is denied.

32. Denied as stated. The HSS Underwriting Guidelines are writings that speak for themselves and any characterization thereof is denied.

33. Denied as stated. The HSS Underwriting Guidelines are writings that speak for themselves and any characterization thereof is denied.

34. Admitted, upon information and belief.
35. Denied as stated. The Management Services Agreements and insurance policies are writings that speak for themselves and any characterization thereof is denied.
36. Admitted, upon information and belief.
37. Admitted, upon information and belief.
38. Admitted, upon information and belief.
39. Admitted, upon information and belief.
40. Admitted, upon information and belief.
41. Admitted, upon information and belief.
42. Admitted, upon information and belief.
43. Admitted, upon information and belief.
44. Admitted, upon information and belief.
45. Admitted, upon information and belief.
46. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 46 and strict proof thereof is demanded at time of trial.
47. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 47 and strict proof thereof is demanded at time of trial.
48. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 47 and strict proof thereof is demanded at time of trial.
49. Admitted, upon information and belief.

50. Admitted, upon information and belief.

51. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 51 and strict proof thereof is demanded at time of trial.

52. Admitted, upon information and belief.

53. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 53 and strict proof thereof is demanded at time of trial.

54. Admitted, upon information and belief.

55. Admitted, upon information and belief.

56. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 56 and strict proof thereof is demanded at time of trial.

57. Admitted, upon information and belief.

58. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 58 and strict proof thereof is demanded at time of trial.

59. Admitted, upon information and belief.

60. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 60 and strict proof thereof is demanded at time of trial.

61. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 61 and strict proof thereof is demanded at time of trial.

62. Admitted, upon information and belief.

63. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 63 and strict proof thereof is demanded at time of trial.

64. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 64 and strict proof thereof is demanded at time of trial.

65. Admitted, upon information and belief.

66. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 66 and strict proof thereof is demanded at time of trial.

67. Admitted, upon information and belief.

68. Admitted, upon information and belief.

69. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 69 and strict proof thereof is demanded at time of trial.

70. Admitted, upon information and belief.

71. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 71 and strict proof thereof is demanded at time of trial.

72. Admitted, upon information and belief.

73. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 73 and strict proof thereof is demanded at time of trial.

74. Admitted, upon information and belief.

75. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 75 and strict proof thereof is demanded at time of trial.

76. Admitted, upon information and belief.

77. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 77 and strict proof thereof is demanded at time of trial.

78. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 78 and strict proof thereof is demanded at time of trial.

79. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 79 and strict proof thereof is demanded at time of trial.

80. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 80 and strict proof thereof is demanded at time of trial.

81. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 81 and strict proof thereof is demanded at time of trial.

82. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 82 and strict proof thereof is demanded at time of trial.

83. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 83 and strict proof thereof is demanded at time of trial.

84. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 84 and strict proof thereof is demanded at time of trial.

85. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 85 and strict proof thereof is demanded at time of trial.

86. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 86 and strict proof thereof is demanded at time of trial.

87. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 87 and strict proof thereof is demanded at time of trial.

88. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 88 and strict proof thereof is demanded at time of trial.

89. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 89 and strict proof thereof is demanded at time of trial.

90. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 90 and strict proof thereof is demanded at time of trial.

91. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 91 and strict proof thereof is demanded at time of trial.

92. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 92 and strict proof thereof is demanded at time of trial.

93. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 93 and strict proof thereof is demanded at time of trial.

94. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 94 and strict proof thereof is demanded at time of trial.

95. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 95 and strict proof thereof is demanded at time of trial.

96. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 96 and strict proof thereof is demanded at time of trial.

97. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 97 and strict proof thereof is demanded at time of trial.

98. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 98 and strict proof thereof is demanded at time of trial.

99. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 99 and strict proof thereof is demanded at time of trial.

100. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 100 and strict proof thereof is demanded at time of trial.

101. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 101 and strict proof thereof is demanded at time of trial.

102. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 102 and strict proof thereof is demanded at time of trial.

103. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 103 and strict proof thereof is demanded at time of trial.

104. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 104 and strict proof thereof is demanded at time of trial.

105. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 105 and strict proof thereof is demanded at time of trial.

106. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 106 and strict proof thereof is demanded at time of trial.

107. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 107 and strict proof thereof is demanded at time of trial.

108. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 108 and strict proof thereof is demanded at time of trial.

109. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 109 and strict proof thereof is demanded at time of trial.

110. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 110 and strict proof thereof is demanded at time of trial.

111. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 111 and strict proof thereof is demanded at time of trial.

112. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 112 and strict proof thereof is demanded at time of trial.

113. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 113 and strict proof thereof is demanded at time of trial.

114. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 114 and strict proof thereof is demanded at time of trial.

115. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 115 and strict proof thereof is demanded at time of trial.

116. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 116 and strict proof thereof is demanded at time of trial.

117. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 117 and strict proof thereof is demanded at time of trial.

118. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 118 and strict proof thereof is demanded at time of trial.

119. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 119 and strict proof thereof is demanded at time of trial.

120. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 120 and strict proof thereof is demanded at time of trial.

121. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 121 and strict proof thereof is demanded at time of trial.

122. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 122 and strict proof thereof is demanded at time of trial.

123. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 123 and strict proof thereof is demanded at time of trial.

124. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 124 and strict proof thereof is demanded at time of trial.

125. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 125 and strict proof thereof is demanded at time of trial.

126. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 126 and strict proof thereof is demanded at time of trial.

127. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 127 and strict proof thereof is demanded at time of trial.

128. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 128 and strict proof thereof is demanded at time of trial.

129. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 129 and strict proof thereof is demanded at time of trial.

130. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 130 and strict proof thereof is demanded at time of trial.

131. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 131 and strict proof thereof is demanded at time of trial.

132. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 132 and strict proof thereof is demanded at time of trial.

133. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 133 and strict proof thereof is demanded at time of trial.

134. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 134 and strict proof thereof is demanded at time of trial.

135. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 135 and strict proof thereof is demanded at time of trial.

136. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 136 and strict proof thereof is demanded at time of trial.

137. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 137 and strict proof thereof is demanded at time of trial.

138. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 138 and strict proof thereof is demanded at time of trial.

139. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 139 and strict proof thereof is demanded at time of trial.

140. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 140 and strict proof thereof is demanded at time of trial.

141. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 141 and strict proof thereof is demanded at time of trial.

142. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 142 and strict proof thereof is demanded at time of trial.

143. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 143 and strict proof thereof is demanded at time of trial.

144. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 144 and strict proof thereof is demanded at time of trial.

145. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 145 and strict proof thereof is demanded at time of trial.

146. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 146 and strict proof thereof is demanded at time of trial.

147. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 147 and strict proof thereof is demanded at time of trial.

148. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 148 and strict proof thereof is demanded at time of trial.

149. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 149 and strict proof thereof is demanded at time of trial.

150. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 150 and strict proof thereof is demanded at time of trial.

151. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 151 and strict proof thereof is demanded at time of trial.

152. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 152 and strict proof thereof is demanded at time of trial.

153. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 153 and strict proof thereof is demanded at time of trial.

154. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 154 and strict proof thereof is demanded at time of trial.

155. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 155 and strict proof thereof is demanded at time of trial.

#### **COUNT I – EQUITABLE RESCISSION**

156. Paragraphs 1 through 155 are incorporated by reference.

157. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 157 and strict proof thereof is demanded at time of trial. The allegations in this paragraph are also denied as conclusions of law to which no response is required.

158. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 158

and strict proof thereof is demanded at time of trial. The allegations in this paragraph are also denied as conclusions of law to which no response is required.

159. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 159 and strict proof thereof is demanded at time of trial. The allegations in this paragraph are also denied as conclusions of law to which no response is required.

160. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 160 and strict proof thereof is demanded at time of trial. The allegations in this paragraph are also denied as conclusions of law to which no response is required.

161. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 161 and strict proof thereof is demanded at time of trial. The allegations in this paragraph are also denied as conclusions of law to which no response is required.

162. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 162 and strict proof thereof is demanded at time of trial. The allegations in this paragraph are also denied as conclusions of law to which no response is required.

163. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 163 and strict proof thereof is demanded at time of trial. The allegations in this paragraph are also denied as conclusions of law to which no response is required.

164. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 164 and strict proof thereof is demanded at time of trial. The allegations in this paragraph are also denied as conclusions of law to which no response is required.

165. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 165 and strict proof thereof is demanded at time of trial. The allegations in this paragraph are also denied as conclusions of law to which no response is required.

166. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 166 and strict proof thereof is demanded at time of trial.

167. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 167 and strict proof thereof is demanded at time of trial.

168. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 168 and strict proof thereof is demanded at time of trial. The allegations in this paragraph are also denied as conclusions of law to which no response is required.

169. Denied. After reasonable investigation, answering defendant is without information sufficient to form a belief as to the truth of the averments and they are therefore denied. However, it is denied that Aspen is defending certain covered claims made against C&P.

170. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 170 and strict

proof thereof is demanded at time of trial. The allegations in this paragraph are also denied as conclusions of law to which no response is required.

171. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 171 and strict proof thereof is demanded at time of trial. The allegations in this paragraph are also denied as conclusions of law to which no response is required.

**COUNT II – RESCISSION BASED ON FRAUD**

172. Paragraphs 1 through 171 are incorporated by reference.

173. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 173 and strict proof thereof is demanded at time of trial.

174. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 174 and strict proof thereof is demanded at time of trial.

175. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 175 and strict proof thereof is demanded at time of trial.

176. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 176 and strict proof thereof is demanded at time of trial.

177. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 177 and strict proof thereof is demanded at time of trial.

178. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 178 and strict proof thereof is demanded at time of trial.

179. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 179 and strict proof thereof is demanded at time of trial.

180. Admitted in part, denied in part. It is admitted only that Aspen had provided defense of some claims asserted against C&P, but that Aspen subsequently refused to continue defending the suits. The remaining allegations in this paragraph are denied because after reasonable investigation, C&P is without information sufficient to form a belief as to the truth of the allegations in Paragraph 180 and strict proof thereof is demanded at time of trial.

181. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 181 and strict proof thereof is demanded at time of trial.

182. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 182 and strict proof thereof is demanded at time of trial.

183. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 183 and strict proof thereof is demanded at time of trial.

**COUNT III – DECLARATORY RELIEF**

184. Paragraphs 1 through 183 are incorporated by reference.

185. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 185 and strict proof thereof is demanded at time of trial.

186. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 186 and strict proof thereof is demanded at time of trial.

187. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 187 and strict proof thereof is demanded at time of trial. The allegations in this paragraph are also denied as conclusions of law to which no response is required.

**COUNT IV – DECLARATORY RELIEF - FRAUD**

188. Paragraphs 1 through 187 are incorporated by reference.

189. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 189 and strict proof thereof is demanded at time of trial.

190. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 190 and strict proof thereof is demanded at time of trial.

191. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 191 and strict proof thereof is demanded at time of trial.

192. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 192 and strict proof thereof is demanded at time of trial.

193. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 193 and strict proof thereof is demanded at time of trial.

**COUNT V – DECLARATORY RELIEF – NO COVERAGE**

194. Paragraphs 1 through 193 are incorporated by reference.

195. Admitted in part, denied in part. It is only admitted that HSS has requested insurance coverage for at least one claim made against C&P. The remaining allegations are denied because after reasonable investigation, C&P is without information sufficient to form a belief as to the truth of the allegations in Paragraph 195 and strict proof thereof is demanded at time of trial.

196. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 196 and strict proof thereof is demanded at time of trial. The allegations in this paragraph are also denied as conclusions of law to which no response is required.

197. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 197 and strict proof thereof is demanded at time of trial. The allegations in this paragraph are also denied as conclusions of law to which no response is required.

198. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 198 and strict

proof thereof is demanded at time of trial. The allegations in this paragraph are also denied as conclusions of law to which no response is required.

**COUNT VI – RESERVATION TO ASSERT ADDITIONAL GROUNDS FOR RESCISSION OR DECLARATORY JUDGMENT**

199. Paragraphs 1 through 198 are incorporated by reference.
200. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 200 and strict proof thereof is demanded at time of trial.
201. Denied. While it is admitted that Aspen seeks the stated relief, it is denied that Aspen is entitled to the relief it seeks.
202. Denied.
203. Denied.
204. Denied.

**COUNT VII - FRAUD**

205. Paragraphs 1 through 204 are incorporated by reference.
206. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 206 and strict proof thereof is demanded at time of trial.
207. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 207 and strict proof thereof is demanded at time of trial.
208. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 208 and strict proof thereof is demanded at time of trial.

209. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 209 and strict proof thereof is demanded at time of trial.

210. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 210 and strict proof thereof is demanded at time of trial.

**COUNT VIII - FRAUD**

211. Paragraphs 1 through 210 are incorporated by reference.

212. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 212 and strict proof thereof is demanded at time of trial.

213. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 213 and strict proof thereof is demanded at time of trial.

214. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 214 and strict proof thereof is demanded at time of trial.

215. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 215 and strict proof thereof is demanded at time of trial.

216. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 216 and strict proof thereof is demanded at time of trial.

217. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 217 and strict proof thereof is demanded at time of trial.

**COUNT IX - NEGLIGENCE**

218. Paragraphs 1 through 217 are incorporated by reference.

219. Denied. The allegations in this paragraph are also denied as conclusions of law to which no response is required.

220. Denied. The allegations in this paragraph are also denied as conclusions of law to which no response is required.

221. Denied.

**COUNT X – ALTER-EGO LIABILITY**

222. Paragraphs 1 through 221 are incorporated by reference.

223. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 223 and strict proof thereof is demanded at time of trial.

224. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 224 and strict proof thereof is demanded at time of trial.

225. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 225 and strict proof thereof is demanded at time of trial.

226. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 226 and strict proof thereof is demanded at time of trial.

227. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 227 and strict proof thereof is demanded at time of trial.

228. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 228 and strict proof thereof is demanded at time of trial.

229. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 229 and strict proof thereof is demanded at time of trial.

230. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 230 and strict proof thereof is demanded at time of trial.

231. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 231 and strict proof thereof is demanded at time of trial.

232. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 232 and strict proof thereof is demanded at time of trial.

233. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 233 and strict proof thereof is demanded at time of trial.

234. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 234 and strict proof thereof is demanded at time of trial.

235. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 235 and strict proof thereof is demanded at time of trial.

#### **COUNT XI - NEGLIGENCE**

236. Paragraphs 1 through 235 are incorporated by reference.

237. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 237 and strict proof thereof is demanded at time of trial.

238. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 238 and strict proof thereof is demanded at time of trial.

239. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 239 and strict proof thereof is demanded at time of trial.

#### **COUNT XII – PARTICIPATION LIABILITY**

240. Paragraphs 1 through 239 are incorporated by reference.

241. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 241 and strict proof thereof is demanded at time of trial.

242. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 242 and strict proof thereof is demanded at time of trial.

243. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 243 and strict proof thereof is demanded at time of trial.

244. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 244 and strict proof thereof is demanded at time of trial.

**COUNT XIII – SUCCESSOR LIABILITY**

245. Paragraphs 1 through 244 are incorporated by reference.

246. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 246 and strict proof thereof is demanded at time of trial.

247. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 247 and strict proof thereof is demanded at time of trial.

248. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 248 and strict proof thereof is demanded at time of trial.

249. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 249 and strict proof thereof is demanded at time of trial.

250. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 250 and strict proof thereof is demanded at time of trial.

251. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 251 and strict proof thereof is demanded at time of trial.

252. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 252 and strict proof thereof is demanded at time of trial.

253. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 253 and strict proof thereof is demanded at time of trial.

254. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 254 and strict proof thereof is demanded at time of trial.

**COUNT XIV - FRAUD**

255. Paragraphs 1 through 254 are incorporated by reference.

256. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 256 and strict proof thereof is demanded at time of trial.

257. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 257 and strict proof thereof is demanded at time of trial.

258. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 258 and strict proof thereof is demanded at time of trial.

259. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 259 and strict proof thereof is demanded at time of trial.

260. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 260 and strict proof thereof is demanded at time of trial.

261. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 261 and strict proof thereof is demanded at time of trial.

262. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 262 and strict proof thereof is demanded at time of trial.

263. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 263 and strict proof thereof is demanded at time of trial.

264. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 264 and strict proof thereof is demanded at time of trial.

**COUNT XV - FRAUD**

265. Paragraphs 1 through 264 are incorporated by reference.

266. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 266 and strict proof thereof is demanded at time of trial.

267. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 267 and strict proof thereof is demanded at time of trial.

268. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 268 and strict proof thereof is demanded at time of trial.

269. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 269 and strict proof thereof is demanded at time of trial.

270. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 270 and strict proof thereof is demanded at time of trial.

271. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 271 and strict proof thereof is demanded at time of trial.

272. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 272 and strict proof thereof is demanded at time of trial.

**COUNT XVI – UNJUST ENRICHMENT**

273. Paragraphs 1 through 272 are incorporated by reference.

274. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 274 and strict proof thereof is demanded at time of trial.

275. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 275 and strict proof thereof is demanded at time of trial.

276. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 276 and strict proof thereof is demanded at time of trial.

277. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 277 and strict proof thereof is demanded at time of trial.

278. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 278 and strict proof thereof is demanded at time of trial.

279. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 279 and strict proof thereof is demanded at time of trial.

**COUNT XVII - NEGLIGENCE**

280. Paragraphs 1 through 279 are incorporated by reference.

281. Denied. The allegations in this paragraph are also denied as conclusions of law to which no response is required.

282. Denied. The allegations in this paragraph are also denied as conclusions of law to which no response is required.

283. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 283 and strict proof thereof is demanded at time of trial. The allegations in this paragraph are also denied as conclusions of law to which no response is required.

**COUNT XVIII – ALTER-EGO LIABILITY**

284. Paragraphs 1 through 283 are incorporated by reference.

285. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 285 and strict proof thereof is demanded at time of trial.

286. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 286 and strict proof thereof is demanded at time of trial.

287. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 287 and strict proof thereof is demanded at time of trial.

288. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 288 and strict proof thereof is demanded at time of trial.

289. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 289 and strict proof thereof is demanded at time of trial.

290. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 290 and strict proof thereof is demanded at time of trial.

291. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 291 and strict proof thereof is demanded at time of trial.

292. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 292 and strict proof thereof is demanded at time of trial.

293. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 293 and strict proof thereof is demanded at time of trial.

294. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 294 and strict proof thereof is demanded at time of trial.

295. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 295 and strict proof thereof is demanded at time of trial.

296. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 296 and strict proof thereof is demanded at time of trial.

297. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 297 and strict proof thereof is demanded at time of trial.

298. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 298 and strict proof thereof is demanded at time of trial.

299. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 299 and strict proof thereof is demanded at time of trial.

300. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 300 and strict proof thereof is demanded at time of trial.

301. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 301 and strict proof thereof is demanded at time of trial.

302. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 302 and strict proof thereof is demanded at time of trial.

303. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 303 and strict proof thereof is demanded at time of trial.

304. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 304 and strict proof thereof is demanded at time of trial.

305. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 305 and strict proof thereof is demanded at time of trial.

306. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 306 and strict proof thereof is demanded at time of trial.

307. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 307 and strict proof thereof is demanded at time of trial.

308. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 308 and strict proof thereof is demanded at time of trial.

#### **COUNT XIX - ACCOUNTING**

309. Paragraphs 1 through 308 are incorporated by reference.

310. Denied. After reasonable investigation C&P is without knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 310 and strict proof thereof is demanded at time of trial.

**PRAYER FOR RELIEF**

WHEREFORE, C&P respectfully requests that the Court enter judgment in its favor and against Aspen Specialty Insurance Company, together with counsel fees, costs of suit, and such other relief as the Court deems just and equitable.

**AFFIRMATIVE DEFENSES**

1. C&P incorporates by reference HSS's Affirmative Defenses 1-39 asserted in HSS's April 28, 2017 Answer to Amended Complaint of Aspen [Doc. 51].
2. Aspen failed to provide C&P with notice of any of the alleged improper behavior of HSS based upon which Aspen now seeks rescission of the HSS Policies and declarations of no coverage under the HSS Policies.
3. Aspen failed to properly cancel or non-renew the HSS Policies and, therefore, must provide coverage for any occurrence which took place until at least their expiration date, and possibly until such time as C&P obtained replacement coverage.
4. Aspen's claims may be barred by the doctrine of laches.
5. Aspen's claims may be barred by the doctrines of waiver and estoppel.
6. Aspen's claims may be barred by all other equitable defenses available to C&P under the facts and circumstances of this case.
7. Aspen's claims are barred by its own contractual breaches.
8. Aspen failed to mitigate, minimize, or avoid the losses and damages it is claiming.

9. Aspen's claims may be barred or limited by the terms and conditions of the Aspen policies and may be further barred or limited to the extent any policy provisions on which it relies are contrary to Pennsylvania law.

10. This Court does not have subject matter jurisdiction because of the failure to join indispensable parties.

### **COUNTERCLAIMS**

1. Paragraphs 1 through 310 of the Answer above and all Affirmative Defenses are incorporated by reference.

2. Chickie's and Pete's, Inc., 4010, Inc., and Packer Café, Inc. t/a Chickie's & Pete's, and are Pennsylvania corporations with a principal place of business at 489 Bristol Pike, Bensalem, PA 19020.

3. 4010, LLC, Poquessing Management, LLC, Poquessing Professional Building, LLC, CPC International, LLC t/a Philadelphia's Famous C&P, Wright Food Services, LLC, CPC Bucks County, LLC, Audubon CPC LLC, Warrington CPC LLC, Drexel Hill CPC LLC, Venue Food Services LLC, and Crabco PA GP LLC are Pennsylvania Limited Liability Companies with a principal place of business at 489 Bristol Pike, Bensalem, PA 19020, and none of their members are citizens of the states of New York or North Dakota.

4. 130 Crabco Realty NJ, LLC, 130 Crabco NJ, LLC t/a Chickie's and Pete's, EHT Crabco NJ, LLC t/a Chickie's and Pete's, WW-CPC, LLC, OC-CPC, LLC, AC-CPC, LLC, and Crabco Enterprises LLC are New Jersey Limited Liability Companies with a principal place of business at 489 Bristol Pike, Bensalem, PA 19020 and none of their members are citizens of the states of New York or North Dakota..

5. CPC Properties, Inc. is a Delaware corporation with a principal place of business at 489 Bristol Pike, Bensalem, PA 19020.

6. Crabco Enterprises PA LP is a Pennsylvania Limited Partnership with a principal place of business at 489 Bristol Pike, Bensalem, PA 19020 and none of its partners are citizens of the states of New York or North Dakota.

7. C&P entered into a Management Services Agreement (the “MSA”) with HSS with an effective date of June 30, 2014.

8. Pursuant to the MSA, C&P participated in the HSS Master Insurance Program, where HSS was the primary insured and C&P was an additional insured under certain insurance policies procured by HSS (the “HSS Policies”).

9. The HSS Policies were agreements entered into between Aspen Specialty Insurance Company (“Aspen”) and HSS. C&P was party to the agreements as an additional insured. *See* paragraphs 9 through 32 of the February 10, 2017 Amended Complaint of Hospitality Supportive Systems LLC for Declaratory Judgment and Damages filed in this action [Doc. 32] (the “HSS Amended Complaint”), which are hereby incorporated by reference.

10. Upon information and belief, Aspen improperly breached the HSS Policies, announced an intention not to renew certain policies, and announced an intention to cancel four policies. *See* paragraphs 33 through 63 of the HSS Amended Complaint, which are hereby incorporated by reference.

11. C&P fully performed under the MSA, by promptly reporting any claims and by timely paying all amounts due under the MSA.

12. Despite C&P’s performance under the MSA, Aspen breached its obligations under the HSS Policies by not providing the bargained for insurance coverage.

**COUNT I - BREACH OF CONTRACT AGAINST ASPEN**

13. Paragraphs 1 through 310 of the Answer, and Affirmative Defenses, and Paragraphs 1 through 12 of the Counterclaim are incorporated by reference.
14. Paragraphs 50 through 58 of the HSS Amended Complaint are incorporated by reference.
15. C&P is an additional insured under the HSS Policies and is a party to the HSS Policies.
16. Aspen materially breached its obligations under the HSS Policies by refusing to defend and indemnify C&P for all claims C&P tendered for coverage under the HSS Policies.
17. Aspen materially breached its obligations under the HSS Policies by not renewing some of the HSS Policies and purportedly canceling some of the HSS Policies, leaving C&P without the bargained for insurance coverage.
18. As a direct and proximate result of Aspen's breaches, C&P has been injured in an amount exceeding \$150,000.

19. As a direct and proximate result of Aspen's breaches, C&P will suffer and continues to suffer harm, including but not limited to attorneys' fees and costs in defending claims and the loss of insurance coverage under the HSS policies for pending and future claims made against C&P that were insured under the HSS Policies.

**WHEREFORE**, C&P demands judgment in its favor and against Aspen, for compensatory damages in excess of \$150,000.

**COUNT II – DECLARATORY JUDGMENT AGAINST ASPEN**

20. Paragraphs 1 through 310 of the Answer and Affirmative Defenses, and Paragraphs 1 through 18 of the Counterclaim are incorporated by reference.

21. Aspen's breaches of the HSS Policies have created a real, substantial, and justiciable issue of coverage that must be resolved.

22. An actual controversy within the Court's jurisdiction exists between the parties concerning their respective rights and obligations under the HSS Policies.

23. C&P is entitled to a declaration of the rights and obligations of the parties under the HSS Policies.

24. A declaratory judgment is necessary in order define the rights and obligations of the parties under the HSS Policies.

**WHEREFORE**, C&P demands that this Court enter and declare judgment in its favor and against Aspen as follows:

- a. that the notices of non-renewal issued by Aspen were ineffective, and that the policies as to which such notices were issued are deemed to have been renewed for an equivalent policy period thereunder, under the same terms as previously in effect;
- b. that the notices of cancellation by Aspen were ineffective and that the policies as to which such notices were issued are deemed to remain in force under the same terms previously in effect;
- c. that Aspen owes a continuing duty to provide coverage under each of the Policies;
- d. that Aspen owes a duty to defend the member insureds with respect to each of the claims made against C&P;
- e. that Aspen owes a duty to indemnify C&P for the claims made against C&P;
- f. that Aspen's duty to indemnify C&P extends to all reasonable costs, including attorneys' fees, expert fees, and other costs insured by C&P and their counsel;

g. such other relief as this Court deems just.

Respectfully submitted,

**OFFIT KURMAN, P.A.**

By: /s/Jay M. Levin

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